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RECORDATION NO. 7306-B Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO LEASE GROUP NO. #4

SECOND AMENDMENT TO LEASE GROUP NO. 4 dated as of March 5, 1976, by and between UNITED STATES RAILWAY EQUIPMENT CO., an Illinois corporation ("United") and WILLIAM M. GIBBONS, Trustee ("Trustee") of the Property of CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation, Debtor ("Debtor").

W I T N E S S E T H, that:

WHEREAS, United, as lessor, and Debtor, as lessee, have heretofore entered into that certain Lease Group No. 4 dated January 15, 1974, as amended by First Amendment to Lease Group No. 4 dated February 23, 1976 between United and the Trustee (ICC Rec. No. 7306 and 7306-A) ("Lease") covering four hundred fifty (450) 50-ton 40'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, the Lease was adopted and affirmed by the Trustee pursuant to Order No. 9 dated April 25, 1975, of the United States District Court for the Northern District of Illinois, Eastern Division in In the Matter of Chicago, Rock Island and Pacific Railroad Company, Debtor, No. 75 B 2697; and

WHEREAS, Trustee wishes to substitute certain railroad cars of the same type, age and condition as the Cars leased under the Lease, for certain of such Cars and United is agreeable thereto, all upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, IT IS AGREED:

1. Appendix A of the Lease is amended by deleting from the Old RI Car Numbers the car number set forth in Column A below and substituting for each such car number so deleted, the car number set forth opposite such deleted car number in Column B below:

<u>Column A</u>	<u>Column B</u>
23017	23048
23023	23449
23028	23770
23053	23839
23057	23840
23129	23847
23132	23850
23136	23853
23160	23854
23162	23857
23201	23861
23208	23864
23216	23868
23248	23869
23252	23873
23261	23879
23268	23887
23274	23890
23290	23891
23292	23913
23315	23914
23331	23921
23359	23924
23454	23927
23462	23931
23497	23939
23512	23941
23515	23942
23519	23944
23556	23947
23564	23950
23565	23953
23568	23956
23593	23961
23617	23966
23630	23972
23635	23973
23647	23977
23659	23979
23670	23983
23721	23990
23773	23992

2. The remaining terms and provisions of the Lease remain in full force and effect, and the Lease, as hereby amended, is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and Trustee have duly
executed this Second Amendment to Lease Group No. 4, as of
the day, month and year first above written.

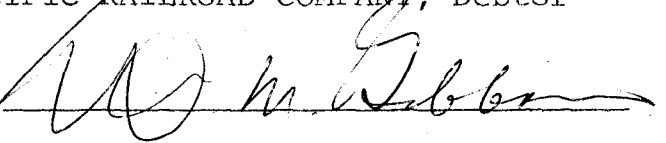
ATTEST:


Assistant Secretary

UNITED STATES RAILWAY EQUIPMENT CO.

BY: 
Vice President

WILLIAM M. GIBBONS, Trustee of the
Property of CHICAGO, ROCK ISLAND AND
PACIFIC RAILROAD COMPANY, Debtor

BY: 

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 17th day of March, 1976,
before me personally appeared Ralph E. Bell
and Laurence R. Prange, to me personally known, who
being by me duly sworn, say that they are Vice President and
Assistant Secretary, respectively, of UNITED STATES RAILWAY
EQUIPMENT CO., that the seal affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority
of its Board of Directors, and they acknowledged that the execu-
tion of the foregoing instrument was the free act and deed of
said corporation.

Edna M. Rieger
Notary Public

My Commission Expires:

6-28-78

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 9th day of March, 1976,
before me personally appeared WILLIAM M. GIBBONS, to me personally
known, who being by me duly sworn, says that he is the Trustee
of CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, Debtor;
that said instrument was signed and sealed by said Trustee and
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said Trustee.

John H. Buir
Notary Public

My Commission Expires:

October 26, 1977